

# Bylaws of Natural Bridges Media/KSQD

## Article 1 Offices

### Section 1. Principal Office

The principal office of the corporation called Natural Bridges Media (NBM) is located in Santa Cruz County, State of California.

### Section 2. Change of Address

The designation of the county or state of the corporation's principal office may be changed by amendment of these bylaws. the Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

New Address: \_\_\_\_\_  
\_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_

New Address: \_\_\_\_\_  
\_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_

New Address: \_\_\_\_\_  
\_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_

### Section 3. Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

#### **Section 4. Registered Office**

The Registered Office of NBM, required by the California Corporation Code to be maintained in the State of California, may be, but need not be, identical to the Principal Office and the Board may change the address of the Registered Office from time to time.

### **Article 2 Nonprofit Purposes and Mission**

#### **Section 1. IRC Section 501(c)(3) Purposes**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

#### **Section 2. Specific Objectives and Purposes**

The specific objectives and purposes of this corporation shall be to:

- (i) hold the license for KSQD, an independent, noncommercial, listener-sponsored community radio station in Santa Cruz County, California.
- (ii) fully support the operation of KSQD.
- (iii) provide programming, media access and educational programs and services, including but not limited to programs of educational merit including those concerned with scientific, cultural, historical, and humane studies; adult education, distance learning, programs in support of K-12 and higher education; programs incident to for-credit instruction and general interest programs.
- (iv) offer student internships in coordination with the Santa Cruz County Office of Education.
- (v) exercise all the powers of a California nonprofit corporation.

#### **Section 3. Mission**

The mission of the Natural Bridges Media/KSQD is to build community through quality broadcasts, podcasts, training programs and community events that celebrate the uniqueness of Santa Cruz County.

#### Vision:

KSQD audiences are well-informed about the issues affecting their lives. Listeners feel a sense of belonging through interacting with a station that is responsive to their needs and interests. Broadcasts are primarily live and local, volunteer-hosted and produced. KSQD facilitates quality local journalism, information, culture, and music. Differing views are aired respectfully. KSQD gives a voice to individuals, groups, issues and music that are underrepresented, a clear alternative to corporate media. KSQD will broadcast emergency alerts and updates.

## **Article 3 Directors**

### **Section 1. Number**

The corporation shall have 7 - 15 directors and collectively they shall be known as the Board of Directors, two of whom will be selected by the Community Advisory Board.

The Governance Committee, as defined in Article 5, Committees, shall present the name(s) of proposed member(s) to the Board, and shall make such presentation together with background biographical material at a Board meeting at which the candidate(s) will be considered.

To be elected to the Board, a candidate must receive at least two-thirds of the votes cast by Board Members in attendance at a regularly scheduled Board meeting.

### **Section 2. Qualifications**

Directors must be at least 18 years of age and in good standing with KSQD at the date of appointment. With the exception of the Station Manager, who serves as an ex-officio Board Member, no Board Member may simultaneously be a KSQD staff member.

### **Section 3. Powers**

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws and subject to any limitations in the articles of incorporation or these bylaws, NBM's activities and affairs shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

In addition to all powers enumerated in the California Nonprofit Public Benefit Corporation Law, or any successor law, and without prejudice to the general powers stated in the preceding paragraph, it is hereby expressly declared that the Board of Directors shall have the following powers, to wit:

- (i) Manage the business, finances, and properties of KSQD;
- (ii) To make and amend regulations, in a manner consistent with these bylaws, for the management of the Corporation's business and affairs;
- (iii) To purchase, pay for, or otherwise acquire for the Corporation any real or personal property, rights, interests, or privileges which are consistent with the Corporation's purposes;
- (iv) To borrow money and to make and issue notes, bonds and other negotiable and transferable instruments, mortgages, deeds of trust and trust agreements and to do every act and things necessary to effectuate the same;

- (v) To remove any officer with or without cause and, in their discretion, from time to time, to devolve the powers and duties of any officer upon any other person for the time being;
- (vi) To determine who shall be authorized on the Corporation's behalf to make and sign bills, notes, acceptances, endorsements, checks, releases, receipts, contracts and other instruments;
- (vii) To determine who shall be entitled to vote in the name and on behalf of the Corporation, upon, or to assign and transfer, any shares of stock, bonds or other securities of other corporations held by this Corporation;
- (viii) To delegate any of the powers of the Board in relation to the ordinary business of the Corporation to any standing or special committee, or to any officer or agent upon such terms as they think fit;
- (ix) Establish NBM's overall goals, priorities, and policies.
- (x) Establish rules, policies and guidelines regarding the facility, equipment, committees, staff, volunteers, and programming of KSQD.

#### **Section 4. Duties**

It shall be the duty of the Directors to:

- (i) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- (ii) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- (iii) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- (iv) Meet at such times and places as required by these bylaws;
- (v) Register their addresses with the secretary of the corporation. Notices of meetings mailed to Directors at such addresses shall be valid notices thereof.

#### **Section 5. Term of Office**

The initial Board membership of NBM shall run from May, 2019, to May, 2021, with respect to each person who becomes a Board member during that two (2) year time frame. Thereafter, the Term of the Board membership shall be staged and will be divided into three (3) parts, with the Term of the Board members in each of the three (3) parts to be as follows:

- (i) The first one-third (1/3) of the Board members will continue to serve starting May, 2021, for an additional one (1) year, and thereafter may serve one (1) additional successive three (3) years, for a total period not to exceed six (6) years from May, 2019.

- (ii) The second one-third (1/3) of Board members will continue to serve starting May, 2021, for an additional two (2) years, and thereafter may serve for one (1) additional successive three (3) year period, for a total period not to exceed seven (7) years from May, 2019.
- (iii) The third one-third (1/3) of Board members will continue to serve starting May, 2021, for an additional three (3) years, and thereafter may serve for one (1) additional successive three (3) year period, for a total period not to exceed eight (8) years from May, 2019.

Directors may serve two (2) consecutive full three (3) year terms. After each Board member has served his/her maximum period, there shall be a two (2) year hiatus before such Board member will be eligible to resume a position on the Board unless a majority of the Board, not including that member, elect to have such Board member resume a position on the Board for an additional three (3) year term or terms sooner than the expiration of that two (2) year hiatus and that Board member agrees to continue to serve.

The term of each Director shall end at the Annual Meeting nearest the end of his or her term, but not before a successor is duly appointed.

### **Section 6. Compensation**

Directors shall serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

### **Section 7. Place of Meetings**

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Directors.

### **Section 8. Regular Meetings**

Regular meetings of directors shall be held on the second Monday of the month at 2 p.m., unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day.

At the regular meeting of directors held in May, directors shall be elected by the Board of Directors. Voting for the election of directors shall be by written ballot if a Board Member requests that the vote shall be by written ballot. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be

elected to the Board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the Board.

At all times that the Corporation is the recipient of federal or state grant funding, notice of Board meetings shall meet or exceed the minimum compliance requirements of applicable law.

With the exceptions stated herein, the Board of Directors and its committees shall hold open meetings. However, the Board may hold closed meetings or executive sessions to consider matters relating to personnel, individual employees/contractors, proprietary information, litigation, and other matters requiring the confidential advice of counsel, commercial or financial information obtained from a person on a privileged or confidential basis, or the purchase of property or services whenever the premature exposure of such purchase would compromise the business interests of the Corporation. If any such meeting is closed pursuant to this provision, the reasons for doing so shall be stated in the Board or committee minutes and, if reasonably possible, in the notice of the meeting.

All active committees shall submit a report for all regular meetings, or on a regular basis, as defined by the Board.

### **Section 9. Special Meetings**

Special meetings of the Board of Directors may be called by the chair of the Board, the vice chair, the secretary, or by any two directors. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

### **Section 10. Notice of Meetings**

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- (i) Regular Meetings. No notice need be given of any regular meeting of the Board of Directors.
- (ii) Special Meetings. At least one week prior notice shall be given by the secretary of the corporation to each director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by email, or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.

- (iii) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

### **Section 11. Quorum for Meetings**

A quorum shall consist of a majority of active and existing directors authorized in these bylaws, whether or not all authorized Board positions have been filled.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, provided any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

### **Section 12. Majority Action as Board Action**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

### **Section 13. Conduct of Meetings**

Meetings of the Board of Directors shall be presided over by the chair of the Board, or, if no such person has been so designated, or in his or her absence, by the vice chair, or in the absence of each of these persons, by a chair chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Roberts Rules of Order, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

### **Section 14. Vacancies**

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any director, (2) whenever the number of authorized directors is increased, and (3) if any director is absent without cause for 30% or more regular Board meetings during any twelve month period. Whether the absence is for reasonable cause or not shall be

determined by the Chair or Vice-Chair of the Corporation, which determination may be reversed by the vote of the full Board.

Any director may resign effective upon giving written notice to the chair of the Board, the vice chair, the secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the Board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation, or removal from office.

#### **Section 15. Non-liability of Directors**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

#### **Section 16. Indemnification by Corporation of Directors and Officers**

Any member of the Board of Directors and any officer, as a condition of accepting said office, shall be indemnified by NBM against expenses actually and necessarily incurred by him or her, any judgments or financial penalties and payment and/or reimbursement of any insurance deductibles and/or co-payments, in connection with the defense of any action, suit, or proceedings in which he or she is made a party by reason of being, or having been, a member of the Board of Directors or an officer, except for: breach of the duty of loyalty to the corporation, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit. Such indemnification shall be subject to the obligation of the Member to give timely notice to NBM and allow NBM the option of providing any defense on behalf of the Member. Such right of indemnification is not to be deemed exclusive of any right to which he or she may be entitled under the laws of the State of California, these bylaws, agreements, or otherwise.



The private property of the Board of Directors shall not be liable for corporate debts to any extent whatsoever. This Section 10.02 of these bylaws shall not be amended except by the unanimous vote of the Board of Directors.

### **Section 17. Insurance for Corporate Agents**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

## **Article 4 Officers**

KSQD uses a team approach to Board leadership, facilitated by the roles and responsibilities of Officers listed here.

Officers may be required to sign legal documents on behalf of the Corporation. Officers shall perform other duties assigned to them by the Board.

### **Section 1. Designation of Officers**

The officers of the corporation shall be a chair, a vice chair, a secretary, and a treasurer. No two offices may be held by the same person.

### **Section 2. Qualifications**

Any director may serve as an officer of this corporation.

### **Section 3. Election and Term of Office**

The Governance Committee is responsible for canvassing Board Members annually and as needed, in order to prepare a slate of candidates for Board Officers. Each officer shall be elected by the Board for a one-year term and shall serve at the pleasure of the Board. Terms of office shall begin and end at the Annual Meeting in May.

### **Section 4. Removal and Resignation**

Any officer may be removed, either with or without cause, by ordinary resolution of the Board of Directors, when, in its judgment, the best interests of KSQD shall be served thereby. Removal of an officer shall be without any prejudice to any contractual rights,

which he or she may have with respect to KSQD. Removing a director as an officer does not, in itself, cause that person to be removed as a director.

Any officer may resign at any time by giving written notice to the Board of Directors or to the chair or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **Section 5. Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office, such vacancy may be filled on a temporary or interim basis by affirmative majority vote of the Board at a regular board meeting.

The Governance Committee can be charged with recommending a replacement to be elected.

### **Section 6. Duties of the Chair**

The chair shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the Board of Directors.

The chair shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

### **Section 7. Duties of Vice Chair**

In the absence of the chair, or in the event of his or her inability or refusal to act, the vice chair shall perform all the duties of the chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the chair. The vice chair shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the Board of Directors.

## **Section 8. Duties of Secretary**

The secretary shall:

- (i) Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.
- (ii) Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and meetings of committees, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- (iii) Ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this corporation. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this corporation by the later of (1) the next meeting of the Board, committee, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.
- (iv) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- (v) Be custodian of the records as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.
- (vi) Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the bylaws, and the minutes of the proceedings of the directors of the corporation.
- (vii) In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **Section 9. Duties of Treasurer**

The treasurer shall:

- (i) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- (ii) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- (iii) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

- (iv) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- (v) Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.
- (vi) Render to the chair and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.
- (vii) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (viii) In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

### **Section 10. Compensation**

Officers shall serve without compensation. However, the Board may authorize the advance or reimbursement of actual reasonable expenses incurred by an officer in carrying out his or her duties.

## **Article 5 Committees**

### **Section 1. Standing Committees**

The Board shall establish Standing Committees, including an Executive Committee, a Finance Committee, a Governance Committee, and a Personnel Committee.

All seated members of the Board are members of the Executive Committee. Executive Committee meetings shall be adjourned whenever the number of members present equals or exceeds the number required for a quorum of the Board. Three (3) members of the Executive Committee shall constitute a quorum.

The Governance and Personnel Committees shall consist of at least three (3) Board Members and shall be appointed from among the members of the Board.

With the exception of the finance committee, no person who is not a member of the Board may serve on a Standing Committee having Board powers. The Chair of the Board shall be a member of all Standing Committees.

### **A. Executive Committee**

All seated members of the Board are members of the Executive Committee. Executive Committee meetings shall be adjourned whenever the number of members present equals or exceeds the number required for a quorum of the Board. Three (3) members of the Executive Committee shall constitute a quorum.

The Board of Directors may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of law.

The Executive Committee shall not:

- (i) fill vacancies on the Board or on any committee that has the authority of the Board;
- (ii) amend or repeal bylaws or adopt new bylaws;
- (iii) amend or repeal any resolution of the Board that by its express terms is not amendable or repealable;
- (iv) create any other Committee of the Board or appoint the members of Committees of the Board;
- (v) expend corporate funds to support a nominee for Director; or
- (vi) approve any contract or transaction to which NBM/KSQD is a party and in which one or more of its Directors has a material financial interest.

The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

### **B. Finance Committee**

- (i) The Finance Committee shall, with appropriate input, prepare and submit to the Board a budget for the fiscal year, and may submit amendments to the current budget as it deems appropriate. It shall also prepare periodic financial reports for the Board, and provide such other information as would benefit the Board's understanding of the corporation's finances.
- (ii) The Finance Committee shall review the Annual Financial Statement, approve annual audit reports, and recommend to the Board the selection of and fees to be paid to an independent Certified Public Accountant for KSQD. It shall be the responsibility of the Finance Committee to report to the Board of Directors whether KSQD is meeting its projected budget, on the scope and adequacy of the annual audits and related fees, to continually monitor and report to the Board of Directors on the effectiveness and adequacy of KSQD's internal accounting controls, and include in that report its findings as to whether or not any errors, omissions, criticisms, or recommendations contained in the management letter of the

independent Certified Public Accountant, if one accompanies the annual audits, have been properly dealt with.

- (iii) The Finance Committee shall have such other duties as may be delegated to it by the Board from time to time.
- (iv) The Finance Committee may have members that are not Board Members.
- (v) The Treasurer of the Board shall serve as Finance Committee Chair.

### **C. Governance Committee.**

The Governance Committee shall carry out its duties in accordance with these bylaws, and shall carry out such other duties as may be required by the Board from time to time, including continuous review of the bylaws, solicitation and evaluation of candidates for Board Membership, and nomination of candidates to the Board.

The Governance Committee shall meet when a request is filed by a Volunteer or Member in response to their suspension or expulsion from the Station.

### **D. Personnel Committee**

The Personnel Committee shall consist of three (3) to four (4) Directors, including at least one (1) officer. It shall develop personnel policies under the direction of the Board, and, in accordance with these policies, implement procedures for the hiring and evaluating of employees.

### **Section 2. Other Committees**

Committees are essential to the smooth operation of the business of KSQD. the Board may establish or dissolve any committee(s) as it deems appropriate, except that standing committees may only be dissolved by an amendment to these bylaws. Each committee shall consist of at least one director and such other persons as deemed necessary by the Board. In the establishment of the committees, the Board will take great effort to make them demographically diverse.

A Committee assists the Board by discussing, researching, or acting upon specific matters of concern to KSQD. All Committees are advisory to the Board or provide work to support the station or the Board. It is not compulsory for the Board to follow a Committee's recommendation.

A Committee of the Board may not authorize expenditures of Corporation funds; approve or recommend to Members the dissolution or merger of the Corporation, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets; elect, appoint, or remove directors or fill vacancies on the Board or on any of its committees; or recommend to the Members the adoption, amendment, or repeal of the Articles of Incorporation or these bylaws.

All Committee Members must agree to:

- (i) Follow the Committee's Purpose Statement,
- (ii) Treat each other with respect and participate in a spirit of collaboration, and strive for consensus wherever possible. When consensus is not possible, a simple majority vote will be taken.
- (iii) Contribute to the Committee's work load regularly.
- (iv) The Board of Directors may remove a member or members of any committee at any time, with or without cause.

### **Section 3. Meetings and Action of Committees**

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the Board of Directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee.

The Committee Chair is responsible for scheduling the meetings, for making public each meeting's schedule, for running the meetings, and for providing all reports to the Board and staff as requested. The chair of non-standing committees shall be chosen from the committee by the committee members.

Committee meeting times will be posted in a public area at KSQD and on the Station's website.

Quorum. A majority of the members of a committee shall constitute a quorum. Any action or decision of a committee shall either be reached by consensus or require a majority vote of any quorum present at any meeting. Each member of a committee, including the person presiding at the meeting, shall be entitled to one vote.

People who are not Committee Members may speak but not vote on issues.

All standing committees may close a meeting to the public, with exception of invited participants, in matters described in the Corporation for Public Broadcasting's (CPB's) Open Meeting Requirements. If any closed meeting occurs, the Committee must make available, within a reasonable amount of time, a written statement explaining the reason for closing the meeting, as outlined in CPB's Open Meeting Requirements.

Each committee shall keep minutes of its proceedings and make a written report to the Board of Directors of the committee's actions at the next following regular Board meeting.

**Section 4. Program Committee.**

The Program Committee is charged with:

- (i) Assisting in the establishment of the program grid for KSQD and advising on the overall sound and on-air branding of the station,
- (ii) Vetting and reviewing new program proposals and potential syndicated programs and making recommendations to staff/Board.
- (iii) Regularly reviewing KSQD programming in light of the Station's Mission, Vision and standards,
- (iv) Providing training for and reviewing new programming on KSQD,
- (v) Reviewing programs that have received complaints from listeners, staff or volunteers.



## **Community Advisory Board**

There shall be a Community Advisory Board (CAB), which shall act in an advisory capacity to the Board of Directors in matters related to the governance, activities, and policies of the Corporation. The NBM Board shall provide draft Rules and Procedures, which the CAB may review and propose amendments.

The CAB is composed of 5 - 9 members and shall be chosen without regard to gender, race, age, creed, religion, national origin, color, disability, marital status, sexual orientation or gender variance.

- (i) CAB members must be independent community members with no economic interest in KSQD.
- (ii) Board of Directors and staff are excluded from membership. On a CAB with 7 members, not more than one member may be a programmer. On a CAB with 9 members, not more than two members may be programmers. A programmer is anyone who is on the air on average for more than 4 hours per month.
- (iii) The Board of Directors shall select the initial 5 members of the CAB and those 5 members will select 2 - 4 additional members. The CAB should reflect the diversity in our county. If by the Annual meeting in May of 2020 the CAB has not filled the 2 - 4 additional members, the NBM Board may select the additional CAB members. Thereafter the members of the CAB shall be selected according to such rules and procedures for the CAB.
- (iv) Members shall serve a term of three years.
- (v) Members may not serve more than two consecutive terms. Members may be re-appointed to CAB after a two-year absence.
- (vi) Current members will vote to fill vacancies.
- (vii) Announcements for appointments to the CAB shall be made on an annual basis. KSQD's Board of Directors, staff and community members may submit nominations to serve on CAB through individual CAB members or CAB's comment link on the KSQD website.
- (viii) No individual member of the public or representative of any particular organization or group has a legal right to membership on the CAB.
- (ix) The names of current CAB members shall be posted on the KSQD website.

The CAB is charged with:

- (i) Reviewing KSQD programming to ensure conformity with the KSQD mission. To recommend improvements thereof where necessary.
- (ii) Submitting an annual report to the Board in respect of the following four tasks mandated by the Public Telecommunications Act of 1978:
  - (a) Review programming goals established by KSQD.
  - (b) Review the quality of service provided by KSQD.
  - (c) Review significant policy decisions made by KSQD.

(d) Advise the Board as to whether KSQD is addressing the specialized educational and cultural needs of the community served by KSQD.

CAB recommendations are advisory and not binding upon the Board.

(iii) The CAB may fulfill such other advisory responsibilities as delegated by the KSQD Board of Directors.

The CAB shall not exercise any control over the daily management or operation of the station.

The CAB shall meet at least three times a year in September, November and March.

Meeting requirements:

- (i) CAB meetings shall be open to all members of the community. They are to be announced a minimum of seven days in advance through on-air broadcast with the agenda posted on the station's bulletin board and on the KSQD website.
- (ii) All meetings shall be fully accessible.
- (iii) Members must attend at least two-thirds of the CAB meetings each year.

The members of CAB will elect a Chair for a one-year term.

Duties of the CAB Chair:

- (i) Write and submit the agenda at least one-week prior to the meeting for reasonable notice to the public (on-air and website).
- (ii) Facilitate CAB meetings.

The members of CAB will elect a Secretary for a one-year term.

Duties of the CAB Secretary:

- (i) The Secretary will take accurate minutes of the meetings and deliver a copy of such minutes to CAB members for approval prior to posting on the station bulletin board and website within twenty-one (21) days of the meeting.
- (ii) The Secretary will keep the attendance roster for each meeting.
- (iii) The Secretary will collect and present Bylaw revision(s) under consideration.

## **Article 6**

### **Execution of Instruments, Deposits, and Funds**

#### **Section 1. Execution of Instruments**

The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### **Section 2. Checks and Notes**

Except as otherwise specifically determined by a majority vote of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer, if the amount is under \$ 5,000.

#### **Section 3. Deposits**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

#### **Section 4. Gifts**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

## **Article 7**

### **Corporate Records and Reports**

#### **Section 1. Maintenance of Corporate Records**

The Corporation shall maintain the following records on a permanent basis, and shall keep a copy of the same for inspection according to the terms of these bylaws:

- (i) (the Articles of Incorporation, including all restatements and amendments to them currently in effect;
- (ii) the bylaws, including all restatements and amendments to them currently in effect;
- (iii) minutes of all meetings of the Board of Directors;
- (iv) a record of all actions taken by committees of the Board of Directors;

- (v) resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of Members;
- (vi) a record of its Members in a form that permits preparation of a list of the name and mailing address of all Members in alphabetical order;
- (vii) a list of the names and mailing addresses of its current directors and officers;
- (viii) the last three (3) annual financial statements and accountant's reports;
- (ix) any annual or other financial reports or (when applicable) statements filed by the Corporation with the Corporation for Public Broadcasting;
- (x) and the most recent annual report delivered to the Secretary of State under California law.

All books and records shall remain the property of the Corporation.

## **Section 2. Right to Inspect Records**

Every Director shall have the absolute right at any reasonable time to inspect NMB/KSQD's books, public file, records, documents of every kind, physical properties and the records of each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Inspection of Records By Members. Subject to the provisions of this Article 7, any Member shall be entitled to inspect and copy, at a reasonable time and location specified by the Corporation, and at a reasonable cost for copying any of the records of the corporation kept for inspection described in Section 1 above, providing the Member gives the Corporation written notice of the Member's demand at least five business days before the date on which the Member wishes to inspect and copy.

Minutes of Executive sessions are not available other than to the Directors.

Limitations on Use of Membership List. Without the consent of the Board of Directors, a membership list or any part of a membership list may not be obtained or used by a person for any purpose unrelated to a Member's interest as a Member of the Corporation, including but not limited to the following: soliciting money or property; any commercial purpose; selling or purchasing goods, services, or property by any person; or selling or purchasing the list or any part thereof by any person or organization for a purpose or purposes not directly related to the business or affairs of the Corporation. As a condition to making the membership list available for inspection or copying, the Corporation may require a written and signed statement from the person requesting the list as to the purpose of the request.

Programmer contact list will be available to programmers only.

Bylaws Natural Bridges Media/KSQD September 9, 2019

### **Section 3. Right to Copy and Make Extracts**

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

### **Section 4. Annual Report**

The KSQD fiscal year shall be July 1 to June 30. An Annual Report regarding KSQD's fiscal and operational activities shall be prepared and distributed at least thirty (30) days prior to the Annual Meeting, as required by the California Corporation Code for Nonprofit Public Benefit Corporations. A copy of such report shall be on file at NBM's principal office and shall be available for inspection.

### **Section 5. Audit**

KSQD shall contract for financial review (or an audit if so desired or required) of its records with a Certified Public Accountant on an annual basis in accordance with generally accepted auditing standards.

If and when the Station receives funds from the Corporation for Public Broadcasting (CPB), the CPA shall also conduct an audit according to specific standards required by CPB.

The selection of the auditor shall be by the Treasurer and/or Station Manager, with Board consent, and overall supervision and review of the audit shall be by the Finance Committee, with Board supervision.

The Finance Committee shall make copies of the reports of such audit, including letters, available to the Board. A copy of the audit shall be kept at the NBM Principal Office.

### **Section 6. Contracts, Loans, Checks, and Accounts**

#### Contracts

The Board may authorize by resolution any officer or agent, including the Station Manager, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. There may be limits on the dollar amount and duration of such contracts; such limits shall be governed by the provisions of the resolution. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credits or to render it liable for any purpose or to any amount. Where other provision has not been made by resolution of the Board of Directors, all acceptances, deeds, lease, contracts and all other documents and instruments shall be signed, executed and delivered by the Chair or the Vice-Chair, and by the Treasurer or the Secretary.

### Loans

The Board may, after obtaining advice of professionals and careful consideration of that advice, affect loans and advances for the Corporation from any bank, trust company, or other institution, or from any person, firm or other entity, and for such loans and advances may make, execute and deliver promissory notes or other evidences of indebtedness of the Corporation. The Board shall accept only non-recourse loans from a Board member.

### Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed or endorsed by such officer(s) or agent(s) of the Corporation and their authorized agents and in such manner as shall be determined by resolution of the Board.

The Board may, by resolution, adopt policies imposing spending limits.

The Board of Directors shall not make any disbursements or contributions of the funds or assets of the Corporation to or for the benefit, directly or indirectly, of any Member, director, officer or employee of the Corporation, except for reasonable payments for services actually rendered to the Corporation by such Member, director, officer or employee.

### Deposits and Accounts

All funds of the Corporation not otherwise employed shall be deposited from time to time in general or special accounts in such credit unions, banks, trust companies, or other depositories as the Board may select after careful research. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts, and other orders for the payment of money, which are payable to the order of the Corporation may be endorsed, assigned, and delivered by any officer or agent of the Corporation as shall be determined by resolution of the Board.

### Real Property

Without the explicit consent of the Board, neither the Station Manager nor any other agent shall have the authority to mortgage, sell, or allow claims or liens against real property or broadcast licenses owned by the Corporation.

## **Article 8**

### **IRC 501(c)(3) Tax Exemption Provisions**

#### **Section 1. Limitations on Activities**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

#### **Section 2. Prohibition Against Private Inurement**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

#### **Section 3. Distribution of Assets**

In the event of the dissolution of NBM, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed exclusively for the purposes of NBM in such manner, or to such organization or organizations organized and operated exclusively for local, secular and charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the governing Board shall determine.

## **Article 9**

### **Conflict of Interest and Compensation Approval Policies**

#### **Section 1. Purpose of Conflict of Interest Policy**

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### **Section 2. Definitions**

Interested Person. Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (i) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
- (ii) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
- (iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.



### **Section 3. Conflict of Interest Avoidance Procedures**

Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chair of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the

member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Section 4. Records of Board and Board Committee Proceedings**

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- (i) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- (ii) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Section 5. Compensation Approval Policies**

All Board directors, committee members serve without compensation. However, the Board may authorize the advance or reimbursement of actual reasonable expenses incurred by a director or member of a committee in carrying out his or her duties.

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the Board or a duly constituted compensation committee of the Board shall also comply with the following additional requirements and procedures:

- a. the terms of compensation shall be approved by the Board or compensation committee prior to the first payment of compensation;
- b. all members of the Board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each Board Member or committee member approving a compensation arrangement between this organization and a “disqualified person” (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
  - (i) is not the person who is the subject of the compensation arrangement, or a family member of such person;
  - (ii) is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
  - (iii) does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
  - (iv) has no material financial interest affected by the compensation arrangement; and
  - (v) does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the Board or committee member.
- c. The Board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
  - (i) compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. “Similarly situated” organizations are those of a similar size, purpose, and with similar resources;
  - (ii) the availability of similar services in the geographic area of this organization;
  - (iii) current compensation surveys compiled by independent firms;
  - (iv) actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the Board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- d. the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Board or compensation committee that approved the compensation. Such documentation shall include:

- (i) the terms of the compensation arrangement and the date it was approved;
- (ii) the members of the Board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member;
- (iii) the comparability data obtained and relied upon and how the data was obtained;
- (iv) If the Board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the Board or committee shall record in the minutes of the meeting the basis for its determination;
- (v) If the Board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the Board or committee meeting;
- (vi) any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);
- (vii) The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the Board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the Board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the Board or committee.

## **Section 6. Annual Statements**

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (i) has received a copy of the conflicts of interest policy;
- (ii) has read and understands the policy;
- (iii) has agreed to comply with the policy; and
- (iv) understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **Section 7. Periodic Reviews**

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (i) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- (ii) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

### **Section 8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **Article 10 Station Manager**

The Station Manager (when such a position is created) shall be hired by and report to the Board.

The Station Manager shall have the responsibility and authority for the day-to-day administration of the business of the Station under general supervision of the Board. The Station Manager is responsible for the station's legal compliance. (In the absence of a program director, the station manager is responsible for on-air quality of programming and preventing violations of F.C.C. laws and program policies.)

The Station Manager's duties shall be governed by the provisions of their contract of employment with the Corporation and any Board resolutions.

The Station Manager shall serve as an ex-officio non-voting member of the Board.

The Station Manager does not count toward Board quorum.

## **Article 11**

### **Amendment of Bylaws - Policy Handbook**

#### **Section 1. Amendment**

The Board may adopt, amend, revise or repeal the bylaws or Articles of Incorporation by a vote of not less than two-thirds of the full Board. The item shall be on the agenda at two consecutive regular Board meetings, and voted on at both meetings, and at subsequent meetings if not resolved by the second meeting.

The date of the most recent revisions to the bylaws shall be recorded in the title of the bylaws document.

#### **Section 2. Policy Handbook**

The Board may create policies and procedures to guide the governance and operations of the Station. Such documents will be maintained electronically in a shared, web-based service and as hard copies at the NBM Principal Office. Policies may not conflict with the Mission Statement or the bylaws.

Policies and procedures may be created, changed, or removed at a regularly scheduled meeting of the Board by a simple majority vote.

## **Article 12**

### **Members of the Corporation**

#### **Section 1. Members**

Notwithstanding any other provision in these bylaws, the corporation shall have no members within the meaning of Corporations Code Section 5056(a), all actions that would otherwise require membership approval shall require only the approval of the Board of Directors, and all rights that would otherwise be vested in members are vested in the directors.

#### **Section 2. Associated Persons**

Notwithstanding the provisions of Section 4.01, and pursuant to Corporations Code Section 5332, nothing in these bylaws shall be construed as limiting the right of the corporation to refer to persons or organizations associated with it as members even though such persons are not members for purposes of Section 5056, and no such reference shall create membership voting rights within the meaning of Section 5056. The Board may create categories of any such associated persons based upon financial or other contributions to the corporation.

### **Section 3. Classes of Members**

The Members of the Corporation shall consist of Voting Members, Subscribing Members, and Ex-Officio Members.

- (i) Admission of Members. The power to admit and expel Members shall be vested solely in the Board of Directors, according to the provisions, qualifications, and requirements for membership stated in these bylaws.
- (ii) Voting Members. Voting Members shall consist only of the members of the Board of Directors, elected or appointed as these bylaws provide. Upon ceasing to be members of the Board of Directors, such persons shall cease to be Voting Members of the Corporation.
- (iii) Subscribing Members. There shall be a class of members to be known as Subscribing Members. Subscribing members shall be entitled to be noticed as to corporate activities. Subscribing Members' primary function will be to support the Corporations' activities and projects. Subscribing Members' names and addresses will be recorded in the records of the Corporation and updated or revised each year. Subscribing Members shall donate for each membership year in order to remain a Subscribing Member on the records of the corporation
- (iv) Programmer Subscribers. Programmers are expected to donate at least \$120 a year or bring in the equivalent in underwriting, and volunteer 2 hrs/month.
- (v) Ex-Officio Members. There shall be class of members known as Ex-Officio Members that shall consist of paid staff members (as may be defined from time to time by the Board of Directors) or such other persons as the Board of Directors shall deem appropriate to be Ex-Officio Members. An ex-officio member shall be entitled to attend all meetings of the Board of Directors for purposes of discussions, making of proposals, devising corporate or program strategy or any other function determined by the Board. An ex-officio member shall have no voting rights and shall not be required to pay dues but shall serve in an advisory capacity to the Board of Directors.

### **Section 4. Qualifications of Members**

The qualifications for membership in this corporation are as follows:

---

---

---

### **Section 5. Number of Members**

There is no limit on the number of members the corporation may admit.

## **Section 6. Membership Book**

The corporation shall keep a membership “book” containing the name and address, email, and/or phone of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation’s principal office.

## **Section 7. Nonliability of Members**

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

## **Section 8. Nontransferability of Memberships**

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member’s death.

## **Section 9. Termination of Membership**

The membership of a member shall terminate upon the occurrence of any of the following events:

- (i) Upon his or her notice of such termination delivered to the president or secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- (ii) If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member’s receipt of the written notification of delinquency.
- (iii) After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any person expelled from the corporation shall receive a refund of dues already paid for the current dues period.

All rights of a member in the corporation shall cease on termination of membership as herein provided.



## **Article 13**

### **Construction and Terms**

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

## **Article 14**

### **Miscellaneous**

#### **Section 1. Non-Discrimination**

The Corporation supports a non-discriminatory policy in all aspects of its operation and activity. The Corporation, Board of Directors, and staff shall be prohibited from pursuing any practice or activity that discriminates against any person based upon his or her race, sex, sexual orientation, age, religion, color, ancestry, disability, marital status, or arrest and court record.

#### **Section 2. Meetings of KSQD**

All meetings of KSQD, Board and all committees established by the Board of Directors are open to the public with the exception of closed session or executive committee when discussing personnel, disciplinary or legal issues.

When the Chair or other presiding officer determines that meeting participants prefer action by consensus, it shall be allowed provided that no committee member (in the case of committee meetings) or director (in the case of Board of Directors meetings) specifically requests a formal vote.

### **Section 3. Electronic Transmission**

Subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms “written”, and “in writing” as used in these bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or e-mail, provided that:

- (i) for electronic transmissions from the Corporation, the Corporation has obtained an un-revoked written consent from the recipient to the use of such means of communication;
- (ii) for electronic transmissions to the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and
- (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

### **Article 15 Dissolution**

In the event of the dissolution of NBM, the governing body shall, after paying or making provision for the payment of all of the liabilities of NBM, dispose of all of the assets of NBM exclusively for the purposes of NBM in such manner, or to such organization or organizations organized and operated exclusively for local, secular and charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the governing Board shall determine.

## ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of 34 preceding pages, as the bylaws of this corporation.

Dated: September 9, 2019

Rachel Anne Goodman

Edward R. Hearn

Mathilde Rand

Linda Burman-Hall

Allucquere Rosanne Stone

Jean Kratzer

Omar Guzman

Diane Cowen